

Statement from the independent bid committee of SignUp Software AB (publ) regarding the public offer from Insight Partners

The independent bid committee of SignUp Software AB (publ) unanimously recommends the shareholders to accept the offer by Insight Partners

This statement is made by the independent bid committee of SignUp Software AB (publ) ("SignUp" or the "Company") pursuant to Rule II.19 of the Swedish Corporate Governance Board's Takeover rules for certain trading platforms (the "Takeover Rules").

The Offer

Today, 17 April 2023, Insight Partners ("Insight") through SUS Intermediate Company AB^[1] (the "Bidder") announced a public offer of SEK 104 in cash per share to the shareholders of SignUp (the "Offer"). If the Company pays dividends or makes any other distributions to the shareholders, for which the record date occurs prior to settlement of the Offer, the Offer price will be reduced accordingly. Consequently, should the Annual General Meeting of the Company, which is to be held on April 19, 2023, in accordance with the Board of Directors' proposal, resolve to pay a dividend of SEK 0.25 per share, with record date for distribution on April 21, 2023, the Offer price will be reduced to SEK 103.75 per share.

The Offer price of SEK 104 per share represents a premium of:

- approximately 39.4 per cent in relation to the closing price for SignUp's shares on Nasdaq First North Growth Market of SEK 74.60 on 14 April 2023 (which was the last trading day prior to the announcement of the Offer);
- approximately 30.5 per cent in relation to the volume-weighted average trading price for SignUp's shares on Nasdaq First North Growth Market of SEK 79.67 during the 30 last trading days prior to the announcement of the Offer; and
- 30.0 per cent in relation to the IPO price of SEK 80.00 for the SignUp share on Nasdaq First North Growth Market on 24 November 2021.

The acceptance period for the Offer is expected to commence on or around 19 April 2023 and is expected to expire on or around 10 May 2023.

The completion of the Offer is conditional upon, among other things, that the Bidder becomes the owner of shares representing more than 90 per cent of the total number of outstanding shares in SignUp and the receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms acceptable to the Bidder. The Bidder has reserved the right to waive, in whole or in part, one, several or all conditions set out in the Offer.

For further information about the Offer, please see the Bidder's website www.improving-automation.com

The process undertaken by the bid committee to evaluate the Offer

Board members Göran Garvner, Erik Wästlund and Henrik Garvner have, due to undertakings to accept the Offer (as further described below) which cause a conflict of interest, not participated and will not participate in the board of directors' handling of, or decisions on, matters related to the Offer. Instead, an independent bid committee has been formed, consisting of the three remaining board members, Cecilia Lager, Christian Cederholm and Ari Liukko. Cecilia Lager is the chair of the committee.

In evaluating the Offer, the bid committee has considered a number of factors which the committee considers relevant. These factors include, but are not limited to, SignUp's current strategic and financial position, prevailing market conditions and operational opportunities and challenges, the Company's expected future development and opportunities and risks related thereto and valuation methods normally used to evaluate public offerings of listed companies, including how the Offer values SignUp in relation to comparable listed companies and comparable transactions, bid premiums in previous public takeover offers on Nasdaq First North Growth Market, the stock market's expectations regarding the Company and the bid committee's view of the Company's value based on its expected future dividends and cash flows.

The bid committee notes that the Offer represents a premium of approximately 39.4 per cent in relation to the closing price for SignUp's shares of SEK 74.60 on 14 April 2023 (which was the last trading day prior to the announcement of the Offer), and a premium of approximately 30.5 per cent in relation to the volume-weighted average trading price of SEK 79.67 for SignUp's shares during the last 30 trading days prior to the announcement of the Offer. The bid committee also notes that the price per share in the Offer represents a premium of 30.0 per cent in relation to the IPO price of SEK 80.00 for the SignUp share on Nasdaq First North Growth Market on 24 November 2021.

The independent bid committee has also considered that SignForm International BV and Standout Capital I AB, the two largest shareholders of SignUp with approximately 72.37 per cent of the shares and votes in the Company, have irrevocably undertaken to accept the Offer (the "**Undertakings**"), save that each shareholder, respectively, is free to accept a competing public offer for shares in the Company made by a third party (whether such offer is made in cash, shares or a mixture of cash and shares) if such offer represents a value of more than SEK 104 per share and therefore is on terms which in the shareholder's fair and reasonable opinion is more favourable for such shareholder than the Offer. In addition, the Undertakings are conditioned upon the Offer (i) being declared unconditional on or before June 30, 2023, and (ii) not being withdrawn or lapses for whatever reason.

The independent bid committee has, in accordance with the Takeover Rules, obtained a valuation statement, i.e., a fairness opinion, regarding the Offer from Lenner & Partners Corporate Finance AB ("**Lenner & Partners**"). The valuation statement is attached to this statement. Lenner & Partners receives a fixed fee, which is not contingent on the size of the Offer consideration, the acceptance level of the Offer or whether the Offer is completed.

Upon written request, Insight has been permitted to review limited information for confirmatory purposes in connection with the preparations for the Offer. Insight has met SignUp's management in connection with this review. Insight has within the scope of this review obtained certain limited information about the Company's financial results and position under the first quarter of 2023. This information is included in section "Preliminary financial information for the first quarter of 2023" below. Except as set out above, Insight has not obtained any inside information within the scope of this review.

The bid committee has engaged Lazard as financial advisor and Cirio Advokatbyrå as legal advisor in relation to the Offer.

The bid committee's recommendation

When the bid committee values the overall potential and compares it with the consideration in the Offer, the bid committee concludes that the shareholders through the Offer will be adequately compensated for the Company's potential, taking into account the time it takes to implement, and the various risks of not being able to fully implement, the Company's business plan.

Further, the bid committee has considered the valuation statement prepared by Lenner & Partners wherein Lenner & Partners considers that the Offer is fair from a financial perspective for the shareholders of SignUp.

In view of this, the bid committee unanimously recommends the shareholders of SignUp to accept the Offer.

Effects on SignUp and its employees

Under the Takeover Rules, the board of directors is required to present its opinion on the effects the implementation of the Offer may have on SignUp, especially employment, and its view on the Bidder's strategic plans for the Company and the impact these could be expected to have on employment and on the locations where SignUp conducts its business. In its press release announcing the Offer, the Bidder states:

"The Bidder values SignUp's management team and employees. Completion of the Offer is not expected to entail any significant changes regarding the Company's employees and management (including terms of employment) nor for the existing organization and operations, including effects on the employment rate and the sites where the Company currently conducts business."

The bid committee assumes that the above statement by the Bidder is correct and has no reason to take a different view.

Preliminary financial information for the first quarter of 2023

The Company's Annual Recurring Revenue (ARR) at the end of the first quarter of 2023 amounted to SEK 261.1m. The growth in ARR in the last twelve months was SEK 52.8m, a growth of 25 per cent.

The total growth in ARR for the first quarter of 2023 was SEK 11.0m primarily resulting from an inflow of new customers which amounted to SEK 12.1m. During the quarter the churn, customers cancelling their subscriptions, was 0.9 per cent.

The ARR at the end of the first quarter 2023 increased in all regions when compared to the end of the first quarter 2022, especially in North America and Asia-Pacific (APAC). The markets outside Sweden are taking a larger share of total sales due to strong growth in these regions. During the first quarter of 2023 APAC's share of total sales increased from 18 per cent to 20 per cent and North America's share of total sales increased from 19 per cent to 22 per cent. Europe, Middle East and Africa's (other) share of total sales was unchanged and amounted to 12 per cent. Sweden's share of total sales decreased from 29 per cent to 26 per cent and Nordics' (excl. Sweden) share of total sales decreased from 22 per cent to 20 per cent.

At the end of the quarter, the Company had a cash position of SEK 295.7m, including SEK 90.0m that is placed in short-term fixed interest rate accounts, and the Company had no interest-bearing debt, excluding debt related to leasing obligations.

This statement by the independent bid committee of the board of directors of SignUp shall be governed by and construed in accordance with substantive Swedish law. Disputes arising from this statement shall be settled exclusively by Swedish courts.

This statement has been made in a Swedish and English version. In case of any discrepancies between the Swedish and English text, the Swedish text shall prevail.

Stockholm, 17 April 2023

The independent bid committee of SignUp Software AB (publ)

[1] Pending name change from Goldcup 33000 AB.

Contacts

Cecilia Lager, board member and the chairman of the bid committee, phone +46 70-666 59 41.

About SignUp Software AB (publ)

SignUp is a profitable growing software company that offers a comprehensive solution, ExFlow, for accounts payable automation built into Microsoft's Dynamics ERP. The Company has established itself as a global player with a number of large companies as customers and several partnerships. SignUp was founded in 1999 and is headquartered in Solna, Sweden with additional offices in Denmark, Australia, U.K., Singapore, Canada, the Netherlands and the USA.

Certified Advisor
FNCA Sverige AB

This information is information that SignUp Software AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2023-04-17 07:35 CEST.

Attachments

[Statement from the independent bid committee of SignUp Software AB \(publ\) regarding the public offer from Insight Partners](#)
[Fairness Letter 2023 04 16 \(English Version\)](#)